

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847 318-7575  
Fax 847 318-7588

RECORDATION NO. 22581-000  
FILED

OCT 04 '04 2-06 PM

SURFACE TRANSPORTATION BOARD

OCT 7 4 2004  
RECEIVED

VIA UPS 2<sup>nd</sup> DAY AIR

September 30, 2004

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated June 21, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22581.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Cascade & Columbia River RR  
5300 Broken Sound Blvd., NW  
Boca Raton, FL 33487

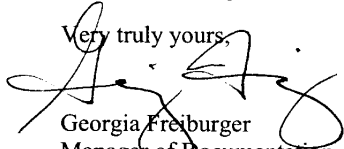
A description of the railroad equipment covered by the enclosed document is five (5) 4750 cu. ft., covered hopper cars, with NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosures

(CSCD078)

RECORDATION NO. 22581-49 <sup>FILED</sup>

ASSGN. NO. CSCD078

OCT 04 '04 2-06 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21<sup>st</sup> day of June 2004 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 15, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 76 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 1, 2004, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]  
Name: GEORGIA FREIBURGER  
Title: MGR. OF DOCUMENTATION

By: [Signature]  
Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing  
Title: \_\_\_\_\_

Executed on this 21<sup>st</sup> day of June 2004

[CORPORATE SEAL]

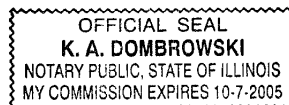
STATE OF ILLINOIS  
COUNTY OF COOK

I, K.A. Dombrowski, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21<sup>st</sup> day of June 2004.

[Signature]  
Notary Public

My Commission Expires:  
10-7-2005  
(Notary Public)



**LESSEE:**

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: Sandra K. Franger

Name: Sandra K. FRANGER

Title: VP - Contracts

**ATTEST:**

By: Rose Rithstein

Name: ROSE RITHSTEIN

Title: CYCLE ASST

Executed on this 16 day of JUNE, 2004

[CORPORATE SEAL]

STATE OF FLORIDA

COUNTY OF Palm Beach

I, Sharon A. Hecker, a Notary Public of the County and State aforesaid,  
certify that SANDRA K. FRANGER personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 16<sup>th</sup> day of June 2004.

Sharon A. Hecker  
Notary Public

Commission Expires:

NOV. 29, 2007  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Five (5)

DESCRIPTION OF CARS: 4750 cu. ft. capacity covered hopper cars with trough hatches and gravity gates.

CAR NUMBERS:

NOKL	65
NOKL	116
NOKL	3012
NOKL	99107
NOKL	99110
Count:	5